

AGENDA
CORPORATIONS COMMITTEE

California Department of Corporations
Friday, March 4, 2005
9:30 a.m. to 12:30 p.m.

I. ADMINISTRATIVE MATTERS [5 min.]

1. Opening remarks and announcements: Fotenos/McAllister
2. Approval of minutes: Barwick/Serepca

II. AGENCY REPORTS [30 min.]

1. Securities and Exchange Commission: Tyson
2. NASD: Webber
3. Department of Corporations: LeBas/Oshima
4. Secretary of State: Mitchell/Bogart

III. SECRETARY OF STATE PRESENTATION RE UCC CONNECT ONLINE FILING SYSTEM FOR UCC AND OUR PUBLICLY TRADED DISCLOSURE SEARCH [30-45 min.]

IV. LIAISONS' REPORTS [20 min.]

1. Corporate Law Departments: Sawyers
2. Cyberspace Law: Serepca
3. Financial Institutions: [Volunteers]
4. Non-Profit Corporations: Delfino
5. Partnerships and LLCs: Deming
6. UCC: Hong
7. Dept. of Corporations Task Force: Barwick
8. Executive Committee: Bishop

V. SUBCOMMITTEE REPORTS [25 min.]

1. Legislation: Stokdyk
 - AB 251: Skinner
 - AB 241: Fotenos
 - SB 119: McAllister
 - SB 627:
2. Communications/Website: Hsu
 - Practitioners Corner
 - Q&A

3. Education/Publications: Shugart/Weakley
 - Annual meeting

VI. 2004-2005 AGENDA: STATUS [45-60 min.]

1. Opinions Report: Hazen
2. Guide to Organizing a California Corporation: Shugart
3. Disclosure Law Comment Letter—Take 2: Stokdyk
4. Corp. Code § 191: Ruosch
5. Corp. Code §§ 600(b) & 601(b): Delfino
6. Corp. Code §§ 114 & 1501: Stokdyk
7. Uniform Securities Act amendments: Hiraide
8. Close Corporation Model Act adoption: Serepca
9. BLN article ideas: Wood
10. BLN article re SB 1306: McAllister
11. Commentary annotations to National Venture Capital Association Model Forms: Skinner
12. SB 1306 Amendments: McAllister

VII. OTHER BUSINESS [10 min.]

1. ABA Task Force on Attorney-Client Privilege: Hazen